Republic of the Union of Myanmar
Form (2)
Sr. No. 10278-M
Dated 9.9.2013
Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 618/2013 Date 9, September 2013

The Myanmar Investment Commission issues this Permit under Section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/ Promoter U SOE MOE THU

(b) Citizenship MYANMAR

(c) Address ROOM NO. 647/8-D, MYA KAN THA (1) STREET, KAMAYUT TOWNSHIP, YANGON

(d) Name and Address of principal organization CITY MART HOLDING CO.,LTD., NO.1-11, PADONMAR STADIUM (EAST WING), BARGAYAR STREET, SANCHAUNG TOWNSHIP, YANGON REGION

(e) Place of incorporation MYANMAR

(f) Type of business in which investment is to be PLANTATION, PROCESSING AND PACKAGING OF ASPARAGUS, CARROTS, CAULIFLOWER, LETTUCE AND STRAWBERRIES

(g) Place(s) at which investment is permitted NO. (350), PLOT NO. 706, KYWE NWAH TAUK VILLAGE, PYIN OO LWIN TOWNSHIP, MANDALAY REGION, MYANMAR

(h) Amount of foreign capital US$ 0.500 MILLION

(I) Period for bringing in foreign capital WITHIN ONE YEAR FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 1.250 MILLION (INCLUDING US$ 0.500 MILLION)

(k) Construction period 1 YEAR

(l) Permitted duration of investment 50 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of the economic organization to be formed in Myanmar CM JAPAN AGRI MYANMAR COMPANY LIMITED

Win Shein

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၆၁၈/၂၀၁၃ ၂၀၁၃ ခုနှစ် စက်တင်ဘာလ [illegible] ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ (၁၃) ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ ကမကထပြုသူ၏အမည် U SOE MOE THU

(ခ) မည်သည့် နိုင်ငံသား MYANMAR

(ဂ) နေရပ်လိပ်စာ ROOM NO. 647/8-D, MYA KAN THA (1) STREET, KAMAYUT TOWNSHIP, YANGON

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ CITY MART HOLDING CO.,LTD., NO.1-11, PADONMAR STADIUM (EAST WING), BARGAYAR STREET, SANCHAUNG TOWNSHIP, YANGON REGION

(င) ဖွဲ့စည်းရာအရပ် MYANMAR

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ဟင်းသီးဟင်းရွက် (ကညွတ်၊ မုန်လာဥနီ၊ ဂေါ်ဖီပန်း၊ ဆလပ်ရွက် နှင့် စတော်ဘယ်ရီ) စိုက်ပျိုးထုတ်လုပ် ရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) အမှတ်(၃၅၀)၊ အကွက်အမှတ်(၇၀၆)၊ ကွဲနွားထောက်ကျေးရွာ၊ ပြင်ဦးလွင်မြို့နယ်၊ မန္တလေးတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၀.၅၀၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင် ခွင့်ပြုမိန့် ရရှိပြီး (၁)နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁.၂၅၀ သန်းနှင့် ညီမျှသော မြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၀.၅၀၀ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၁ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်လုပ်ငန်း

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေး အဖွဲ့အစည်းအမည်

CM JAPAN AGRI MYANMAR COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION

Building No.(32), Nay Pyi Taw

Our ref : Ya Ka-1/Na-811/2013(၂၀၉၇၆.က)
Date : ၉, September 2013

Tel: 067- 406334, 406075
Fax: 95-67-406333

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Plantation, Processing and Packaging of Asparagus, Carrots, Cauliflower, Lettuce and Strawberries" under the name of "CM Japan Agri Myanmar Company Limited"**

Reference: CM Japan Agri Myanmar Company Limited Letter No. CM/1001-1/2013, dated 8-4-2013.

1. The Myanmar Investment Commission, at its meeting (22/2013) held on (21-8-2013) had approved the proposal for investment in "Plantation, Processing and Packaging of Asparagus, Carrots, Cauliflower, Lettuce and Strawberries" submitted as a Joint Venture between City Mart Holding Co.,Ltd., (60%) from the Union of Myanmar and Megumis no Sato Co.,Ltd. (40%) from Japan.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50 (Fifty) years and extendable 10 (Ten) years 2(Two) times subject to approval by Myanmar Investment Commission. The land lease period shall be 10 (Ten) years and extendable for a further period of two terms of 10 (Ten) years.

4. The annual rent for the land shall be US$ 30,000 (United States Dollar Thirty thousand only) for 10 years calculated at the rate of US$ 0.1347 per square meter per year of the land measuring 22257.73 square meters (5.5) acres. The rent shall be reviewed and revised after ten years and the rate of increase in rent shall not be more than 10% of the previous rent.

5. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (h), (i) and (k) of the Republic of the Union of Myanmar Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section-27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial production;

(b) As per section-27(h), exemption or relief from customs duty or other internal taxes or both on machineries, equipments, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for used during the period of construction of business;

(c) As per section-27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section- 27(k), exemption or relief from commercial tax on the goods produced for export.

6. City Mart Holding Co., Ltd. shall have to sign the Joint Venture (JV) Agreement with Megumis no Sato Co., Ltd. CM Japan Agri Myanmar Company Limited shall have to sign the Land Lease Agreement with U Nyo Toke. After signing such Agreements, each of (5) copies shall have to be forwarded to the Commission.

7. CM Japan Agri Myanmar Company Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

8. CM Japan Agri Myanmar Company Limited has to abide by Chapter X, Rules 58 and 59 of the Foreign Investment Rules for construction works.

9. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be granted more than one except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

10. As per Chapter X, Rule 63of the Foreign Investment Rules, if the investor cannot construct completely in time the construction period or extension period, the Commision will have to terminate the permit issued to the investor and there is no refund for the expenses of rice mill.

11. The commercial date of operation shall be reported to the Commission.

12. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Republic of the Union of Myanmar Foreign Investment Law and the investor has to follow the existing Labour Law for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

13. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Republic of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under section 2(i) of the said Law, other than foreign currency.

14. CM Japan Agri Myanmar Company Limited brings in foreign capital defined under section 2(i) of the said Law, other than foreign currency in the manner stated in paragraph 13(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

15. CM Japan Agri Myanmar Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

16. CM Japan Agri Myanmar Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

17. CM Japan Agri Myanmar Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Impact Assessment (EIA) process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

18. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made either out of the local sales in Kyat currency and US$ or from export earning (if any)of CM Japan Agri Myanmar Company Limited

19. CM Japan Agri Myanmar Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rules 79 and 80 of the Foreign Investment Rules.

WinShein

(Win Shein)

Chairman

CM Japan Agri Myanmar Company Limited

cc:
1. Office of the Government of the Republic of the Union of Myanmar
2. Office of the Mandalay Region Government
3. Ministry of National Planning and Economic Development
4. Ministry of Finance
5. Ministry of Commerce
6. Ministry of Agriculture and Irrigation
7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Immigration and Population

10. Ministry of Labour, Employment and Social Security
11. Ministry of Electric Power
12. Ministry of Environmental Conservation and Forestry
13. Director General, Directorate of Investment and Company Administration
14. Director General, Customs Department
15. Director General, Internal Revenue Department
16. Director General, Directorate of Trade
17. Director General, Immigration and National Registration Department
18. Director General, Directorate of Labour
19. Managing Director, Myanma Foreign Trade Bank
20. Managing Director, Myanma Investment and Commercial Bank
21. Managing Director, Myanma Insurance
22. Managing Director, Myanma Electric Power Enterprise
23. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)